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[AMENDED] A speaker enclosure system comprising:

- (a) a backbox having a backbox interior bounded by a peripheral edge, the peripheral edge having side walls extending therefrom to join an upper surface spaced from the peripheral edge, the upper surface extending between the side walls;
- (b) a grill having an interior surface adjacent the backbox interior and an exterior surface adjacent a backbox exterior, the grill extending across the peripheral edge;
- (c) a speaker within the backbox interior, the speaker being spaced from the peripheral edge to rest adjacent a portion of the interior surface of the grill;
- (d) one or more sound-baffle sheets situated between the interior surface of the grill and the backbox interior, and extending between the speaker and the peripheral edge,

whereby the sound-baffle sheets mask the backbox interior from the backbox exterior.

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[AMENDED] The speaker enclosure system of claim 2, wherein the grill includes an edge crimped about the peripheral edge of the backbox.

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[AMENDED] The speaker enclosure of claim 4, wherein the backbox has an interior surface adjacent the backbox interior, and an opposing exterior surface, wherein at least one of the interior and exterior surfaces is covered with foil.

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[AMENDED] A speaker enclosure system comprising:

- (a) a backbox having a peripheral edge extending about a backbox interior;
- (b) a grill having a crimping edge bounding an interior surface and an exterior surface, the crimping edge being crimped about the peripheral edge;
- (c) a speaker affixed to the interior surface of the grill; and
- (d) a sound-baffle sheet extending across the interior surface of the grill between the peripheral edge and the speaker.

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11. **[AMENDED]** The speaker enclosure system of claim 9, wherein the backbox has an interior surface adjacent the backbox interior, and an opposing exterior surface, wherein at least one of the interior and exterior surfaces is covered with foil.

- Please add new claims 15-21 as set forth in the following pages.

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15. **[NEW]** A speaker enclosure system comprising:
- a backbox having sidewalls extending between a peripheral edge and an upper surface, with a backbox interior being defined adjacent the upper surface and between the sidewalls;
 - a speaker situated within the backbox interior, the speaker being spaced from the peripheral edge;
 - one or more sound baffle sheets extending between the peripheral edge and the speaker; and
 - a grill whereupon the speaker is affixed, the grill having a crimping edge crimped about the peripheral edge.
16. **[NEW]** The speaker enclosure system of claim 15 wherein the sound baffle sheets have a speaker opening defined therein, wherein the speaker is situated within the speaker opening.
17. **[NEW]** The speaker enclosure system of claim 16 wherein the sound baffle sheets have at least one tuning opening defined therein, each tuning opening being smaller than the speaker opening and being spaced from the speaker opening.
18. **[NEW]** The speaker enclosure system of claim 15 wherein the sound baffle sheets and speaker mask at least substantially the entirety of the backbox interior from the grill.